

## **EXHIBIT II**

KRAMER LEVIN NAFTALIS & FRANKEL LLP

Thomas Moers Mayer

Adam C. Rogoff

Amy Caton

1177 Avenue of the Americas

New York, New York 10036

(212) 715-3275

*Counsel for the Official Committee of Unsecured*

*Creditors of Motors Liquidation Co., (f/k/a General Motors Corp.) et al.*

UNITED STATES BANKRUPTCY COURT

SOUTHERN DISTRICT OF NEW YORK

In re:

MOTORS LIQUIDATION COMPANY., et al.  
(f/k/a General Motors Corp., et al.)

Debtors.

)  
)  
) Chapter 11  
)  
) Case No. 09-50026 (REG)  
) Jointly Administered  
)

**CORRECTION AND SUPPLEMENT TO THE FIRST INTERIM APPLICATION OF  
KRAMER LEVIN NAFTALIS & FRANKEL LLP, AS COUNSEL FOR THE OFFICIAL  
COMMITTEE OF UNSECURED CREDITORS, FOR ALLOWANCE OF COMPENSATION  
FOR PROFESSIONAL SERVICES RENDERED AND FOR REIMBURSEMENT OF  
ACTUAL AND NECESSARY EXPENSES INCURRED FOR THE PERIOD FROM  
JUNE 3, 2009 THROUGH SEPTEMBER 30, 2009**

TO: THE HONORABLE ROBERT E. GERBER  
UNITED STATES BANKRUPTCY JUDGE:

Kramer Levin Naftalis & Frankel LLP (the "Applicant" or "Kramer Levin"), counsel to the Official Committee of Unsecured Creditors (the "Committee") of the above captioned as debtors and debtors-in-possession in these chapter 11 cases (collectively, the "Debtors"), hereby submits this correction and supplement to its First Interim Application of Kramer Levin Naftalis & Frankel LLP, as Counsel for the Official Committee of Unsecured Creditors, for Allowance of Compensation for Professional Services Rendered and for Reimbursement of Actual and Necessary Expenses Incurred

for the Period from June 3, 2009 through September 30, 2009 (the "Application"),<sup>1</sup> filed with this Court on November 16, 2009 (Docket No. 4459). Summaries of Kramer Levin's disbursements and time were attached to the Application as Exhibits C and D, respectively. Copies of the detailed records were provided to the Court, the Debtors, and the United States Trustee, but were not initially filed due to their size.

Kramer Levin now seeks to correct and supplement the Application as follows:

(a) Annexed hereto as Exhibit C is the corrected Summary of Disbursements.<sup>2</sup>

(b) Annexed hereto as Exhibit E-H are the detailed time entries during the months of June through September, respectively.

(c) Annexed hereto as Exhibit I is the detail of the expenses incurred during the Compensation Period for which Kramer Levin is seeking reimbursement.

Kramer Levin requests that this supplement be treated as part of and incorporated in the Application, and that the Application be granted.

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]

---

<sup>1</sup> Capitalized terms not defined herein have the meaning as defined in the Application.

<sup>2</sup> The total amounts in the original summary are accurate, however certain descriptions and amounts were inaccurately matched.

Dated: December 29, 2009  
New York, New York

/s/ Amy Caton

Amy Caton

KRAMER LEVIN NAFTALIS & FRANKEL LLP

Thomas Moers Mayer

Adam C. Rogoff

Amy Caton

1177 Avenue of the Americas

New York, New York 10036

Telephone: (212) 715-3275

Facsimile: (212) 715-8000

*Counsel for the Official Committee of Unsecured  
Creditors of Motors Liquidation Co., (f/k/a General  
Motors Corp.) et al.*

**SUMMARY OF SERVICES**

<b><u>TIMEKEEPER</u></b>	<b><u>TITLE</u></b>	<b><u>HOURS</u></b>	<b><u>AMOUNT</u></b>
DIENSTAG, ABBE L.	PARTNER	3.70	2,645.50
DIENSTAG, ABBE L.	PARTNER	16.20	11,583.00
KOPELMAN, KENNETH P.	PARTNER	1.00	835.00
WECHSLER, ERNEST S.	PARTNER	4.00	2,800.00
MOLNER, THOMAS E.	PARTNER	3.20	2,352.00
NOVOD, GORDON	ASSOCIATE	0.50	307.50
TAYLOR, JEFFREY	ASSOCIATE	3.00	1,905.00
CAMPANA, KRISTEN V	ASSOCIATE	4.50	2,925.00
WEBBER, AMANDA	ASSOCIATE	1.60	704.00
VESSEY, JONATHAN B	ASSOCIATE	48.10	23,328.50
AMSTER, JASON S	ASSOCIATE	7.20	3,744.00
<b>TOTAL</b>		<b><u>93.00</u></b>	<b><u>\$53,129.50</u></b>

**DETAIL OF SERVICES**

<b><u>DATE</u></b>	<b><u>TIMEKEEPER</u></b>	<b><u>DESCRIPTION</u></b>	<b><u>HOURS</u></b>	<b><u>AMOUNT</u></b>
06/04/09	VESSEY, JONATHAN B	Discussions with A. Dienstag (1.4) location/organization of background documents (2.0); review and analyze 10-K, 10- Q and 8-Ks (3.0)	6.40	3,104.00
06/04/09	DIENSTAG, ABBE L.	C/w E. Wechsler re 1145 issues on a 363 sale; c/w J. Vessey re GM public filing review.	1.00	715.00
06/04/09	AMSTER, JASON S	Draft summaries of motions (3); EDGAR search for indentures (2)	5.00	2,600.00
06/04/09	NOVOD, GORDON	Call w/ Amster, call w/ Kevin Z. re: corporate issues.	0.50	307.50
06/05/09	DIENSTAG, ABBE L.	Begin review of public documents.	0.50	357.50
06/05/09	AMSTER, JASON S	Unsecured bond indentures research (1.5)	1.50	780.00
06/05/09	VESSEY, JONATHAN B	Discussions with A. Dienstag (.4); review of financial information resources (.4); review of	1.30	630.50

<u>DATE</u>	<u>TIMEKEEPER</u>	<u>DESCRIPTION</u>	<u>HOURS</u>	<u>AMOUNT</u>
		general overview documents (.5)		
06/05/09	CAMPANA, KRISTEN V	Review and analyze Unsecured Note Indentures	3.50	2,275.00
06/07/09	DIENSTAG, ABBE L.	Continue 10-Q review.	1.50	1,072.50
06/07/09	VESSEY, JONATHAN B	Review of 10-Q and 10-K re: assets and liabilities	3.30	1,600.50
06/07/09	KOPELMAN, KENNETH P.	Incl prep of preliminary issue checklist; t/c M Fein re real estate items (.3)	0.30	250.50
06/07/09	WECHSLER, ERNEST S.	Review/revise summary warrants, registration rights agreement and schedules	4.00	2,800.00
06/08/09	VESSEY, JONATHAN B	Review of 10-K and 10-Q; research and review into 8-Ks; preparation of overview summary; discussions with L. Feibelman and A. Dienstag	5.60	2,716.00
06/08/09	DIENSTAG, ABBE L.	Continue review and summary of 1Q 09 10-Q in preparation for corporate profile with some review of 10-K (3.5). C/w JTa re registration rights agreement and applicability of 1145 of the Code to Warrant Shares (.2).	3.70	2,645.50
06/09/09	DIENSTAG, ABBE L.	C/w J. Vessey re corporate profile, incl. geographic dispersion, contingent liabilities, special assets, Delphi and GMAC.	1.00	715.00
06/09/09	VESSEY, JONATHAN B	Discussions with A. Dienstag re: overview project (1.5); initial draft of overview memo; review of 10-Q and 10-K (3.0); research into sales of divested divisions (2.0).	6.50	3,152.50
06/10/09	DIENSTAG, ABBE L.	Review public disclosures since 10-Q and c/w J. Vessey re implications for company profile memo.	2.00	1,430.00
06/10/09	VESSEY, JONATHAN B	Review of 10-K and 10-Q (2.3); preparation of overview memo (1.5); discussions with A. Dienstag (1.0)	5.30	2,570.50
06/11/09	WEBBER, AMANDA	Research publicly-traded warrants (1.0); correspondence with J. Vessey regarding disclosure schedules (.6)	1.60	704.00
06/11/09	AMSTER, JASON S	Update summary of outstanding debt (.7)	0.70	364.00
06/11/09	DIENSTAG, ABBE L.	Substantial work on GM public company disclosure memo.	3.00	2,145.00
06/11/09	TAYLOR, JEFFREY	Research regarding customary public warrant terms.	3.00	1,905.00
06/11/09	VESSEY, JONATHAN B	Review of public filings (4); drafting assets/liabilities overview memorandum (6.1)	10.10	4,898.50